

THE STATE OF NEVADA



DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of

AGREEMENT OF MERGER

MERGING

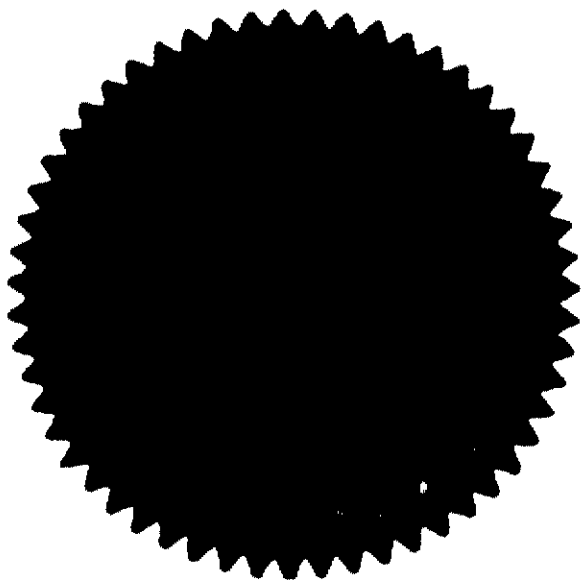
SIMPLOT SOILBUILDERS, INC.
(An Idaho Corporation)

INTO

J. R. SIMPLOT COMPANY
(A Nevada Corporation)

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office
in Carson City, Nevada, this 17TH day
of FEBRUARY A. D. 19 67



Secretary of State

By

Deputy

AGREEMENT FOR MERGER

THIS AGREEMENT entered into this 14th day of February, 1967, by and between the J. R. SIMPLOT COMPANY, a Nevada corporation, and all of the members of the Board of Directors of that company, and SIMPLOT SOILBUILDERS, INC., an Idaho corporation, and all of the members of the Board of Directors of that company;

W I T N E S S E T H :

WHEREAS, J. R. Simplot Company is a corporation duly organized and existing under the laws of the State of Nevada, having its principal place of business at Boise, Idaho, and is qualified as a foreign corporation to do business in the State of Idaho, and Simplot Soilbuilders, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Boise, Ada County, Idaho; and

WHEREAS, J. R. Simplot Company is authorized by its Articles of Incorporation to carry on and conduct the type of business activities now carried on and conducted by Simplot Soilbuilders, Inc.; and

WHEREAS, J. R. Simplot Company is authorized by its Articles of Incorporation to issue 100 shares of Class A Capital Stock and 94,900 shares of Class B Capital Stock, having an aggregate par value of \$950,000.00, of which 76.445 shares of Class A Capital Stock and

72,545.950 shares of Class B Capital Stock, having an aggregate par value of \$726,223.95, are now issued and outstanding; and

WHEREAS, Simplot Soilbuilders, Inc. is authorized by its Articles of Incorporation to issue 100 shares of Capital Stock, having an aggregate par value of \$1,000.00, 100 shares of which are issued and outstanding, as follows:

<u>Shareholder</u>	<u>No. of Shares</u>
J. R. Simplot Company	100

WHEREAS, for adequate business reasons it is considered desirable by the parties hereto that a merger be effected between the said corporations, by which Simplot Soilbuilders, Inc. is merged into J. R. Simplot Company as the surviving corporation;

NOW, THEREFORE, in consideration of the premises and the terms and conditions herein set forth, the parties hereto have mutually agreed to effect a merger between the said two corporations upon the following terms and conditions:

SECTION 1. It is agreed that effective as of the commencement of business on the first day of March 1967, Simplot Soilbuilders, Inc. shall be and it is hereby merged into the J. R. Simplot Company, with the effect and result that the existence of Simplot Soilbuilders, Inc. shall cease and J. R. Simplot Company shall continue in existence as the surviving or merging corporation.

SECTION 2. It is agreed that all of the provisions contained in the Articles of Incorporation as amended and the By-Laws of the J. R. Simplot Company, the surviving corporation, shall remain in force and effect and shall not be deemed altered or amended hereby.

SECTION 3. It is agreed that the present members of the Board of Directors of the J. R. Simplot Company shall continue to hold office during the remainder of the term to which they were each elected and until their successors are elected and duly qualified.

SECTION 4. It is agreed that upon said merger becoming effective, all of the property, real, personal, or mixed, and all of the assets of Simplot Soilbuilders, Inc., wherever located, shall be deemed automatically transferred to and become vested in J. R. Simplot Company as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon further, J. R. Simplot Company shall assume and become liable for payment of all of the existing indebtedness and obligations of Simplot Soilbuilders, Inc., including the obligation to perform existing leases and contracts without any special act or assumption of liability for those obligations.

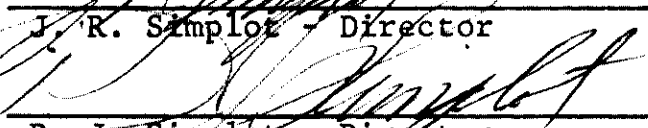
SECTION 5. Inasmuch as this Agreement contemplates a merger of a subsidiary corporation (Simplot Soilbuilders, Inc.) into its parent corporation (J. R. Simplot Company), no additional capital stock of J. R. Simplot Company shall be issued upon or as a part of said merger.

SECTION 6. It is agreed that this Agreement for Merger of said corporations shall be submitted to the shareholders of each of those corporations at meetings duly called and separately held as required by the applicable laws of the states of their incorporation, and the provisions of the By-Laws of each corporation for calling shareholders' meetings; and this Agreement shall only become effective and binding upon the two corporations as and when adopted, approved, and ratified by the unanimous affirmative vote by ballot of the voting power of all the shareholders of each corporation at the meetings of shareholders so held.

IN WITNESS WHEREOF, this Agreement has been executed on behalf of the corporate parties hereto by a majority of the members of the Board of Directors of each corporation, the day and year herein first above written.

J. R. SIMPLOT COMPANY

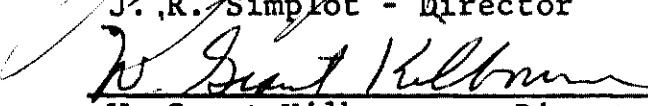

J. R. Simplot - Director

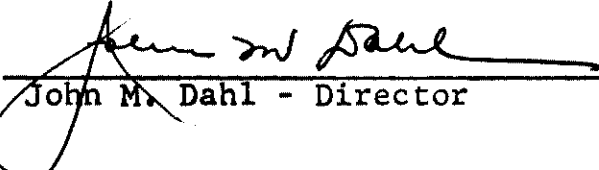

D. J. Simplot - Director


John M. Dahl - Director

SIMPLOT SOILBUILDERS, INC.


J. R. Simplot - Director


W. Grant Kilbourne - Director

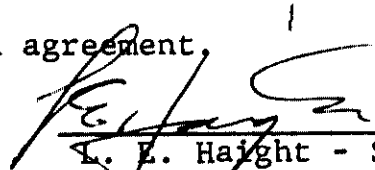

John M. Dahl - Director

CERTIFICATE

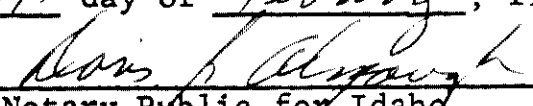
STATE OF IDAHO)
)
County of Ada) ss.

L. E. HAIGHT, the duly elected, qualified and acting Secretary of J. R. SIMPLOT COMPANY, a Nevada corporation, does hereby certify:

That at a special meeting of the shareholders of J. R. SIMPLOT COMPANY, a Nevada corporation, held on the 14th day of February, 1967, entirely separate from any meeting of the shareholders of Simplot Soilbuilders, Inc., an Idaho corporation, and called in the manner provided in the Corporation Law of the State of Nevada, at which all of the issued capital stock of J. R. SIMPLOT COMPANY, a Nevada corporation, was represented in person by the owners and holders thereof of record, the foregoing Agreement for Merger as originally executed by the members of the Board of Directors of J. R. SIMPLOT COMPANY, a Nevada corporation, was, by ballot, unanimously approved and adopted; and the Vice President and Secretary of J. R. SIMPLOT COMPANY, a Nevada corporation, were authorized in the name of and on behalf of that corporation to sign and execute such agreement,


L. E. Haight - Secretary

Subscribed and sworn to before me this 14th day of February, 1967.



Notary Public for Idaho
Residing at Boise, Idaho

CERTIFICATE

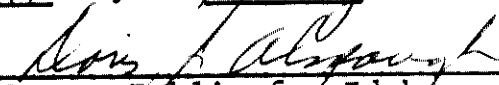
STATE OF IDAHO)
)
County of Ada) ss.

JOHN M. DAHL, the duly elected, qualified and acting Secretary of SIMPLOT SOILBUILDERS, INC., an Idaho corporation, does hereby certify:

That at a special meeting of the shareholders of SIMPLOT SOILBUILDERS, INC., an Idaho corporation, held on the 14th day of February, 1967, entirely separate from any meeting of the shareholders of J. R. Simplot Company, a Nevada corporation, and called in the manner provided in Section 30-133 of the Idaho Code (1947) at which all of the issued capital stock of SIMPLOT SOILBUILDERS, INC., an Idaho corporation, was represented in person or by proxy of the owners and holders thereof of record, by resolution unanimously adopted, the foregoing Agreement for Merger as originally executed by the members of the Board of Directors of SIMPLOT SOILBUILDERS, INC., an Idaho corporation, was approved and adopted; and the President and Secretary of SIMPLOT SOILBUILDERS, INC. were authorized in the name of and on behalf of that corporation to sign and execute such Agreement.


John M. Dahl - Secretary

Subscribed and sworn to before me this 14th day of February, 1967.


Notary Public for Idaho
Residing at Boise, Idaho

IN WITNESS WHEREOF, pursuant to due authorization by the shareholders of each, J. R. SIMPLOT COMPANY, a Nevada corporation, and SIMPLOT SOILBUILDERS, INC., an Idaho corporation, at separate meetings thereof referred to in the foregoing certificates by the respective secretaries of those corporations, the foregoing Agreement for Merger so adopted and approved by the shareholders of each of said corporations is hereby executed and signed by the Vice President and Secretary, respectively, of each, J. R. SIMPLOT COMPANY and SIMPLOT SOILBUILDERS, INC., this 14th day of February, 1967.

(Corporate Seal)

ATTEST:

[Signature]
L. E. Haight - Secretary

J. R. SIMPLOT COMPANY,
a Nevada corporation

By: [Signature]
J. R. Simplot - President

(Corporate Seal)

ATTEST:

[Signature]
John M. Dahl - Secretary

SIMPLOT SOILBUILDERS, INC.
an Idaho corporation

By: [Signature]
J. R. Simplot - President

STATE OF IDAHO)
) ss.
County of Ada)

On this 14th day of February, 1967, personally appeared before me, [Signature], a Notary Public in and for the State of Idaho, J. R. SIMPLOT and L. E. HAIGHT, known to me to be the President and Secretary, respectively, of J. R. SIMPLOT COMPANY, and upon oath, did depose that they are such officers of said corporation as above designated; that they are acquainted with the seal of

said corporation and that the seal affixed to said instrument is the corporate seal of said corporation; that the signatures to said instrument were made by officers of said corporation as indicated after said signatures; and that the said corporation executed the said instrument freely and voluntarily and for the purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the State of Idaho, at Boise, the day and year in this certificate first above written.

(SEAL)


Notary Public for Idaho
Residence: Boise, Idaho

STATE OF IDAHO)
)
County of Ada) ss.

On this 14th day of February, 1967, personally appeared before me, Davis J. Albaugh, a Notary Public in and for the State of Idaho, J. R. SIMPLOT and JOHN M. DAHL, known to me to be the President and Secretary, respectively, of SIMPLOT SOILBUILDERS, INC., and upon oath did depose that they are such officers of said corporation as above designated; that they are acquainted with the seal of said corporation and that the seal affixed to said instrument is the corporate seal of said corporation; that the signatures to said instrument were made by officers of said corporation as indicated after said signatures; and that the said corporation executed the said instrument freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the State of Idaho, at Boise, the day and year in this certificate first above written.


Notary Public for Idaho
Residence: Boise, Idaho

AGREEMENT OF MERGER

MERGING

SIMPLOTT SOILBUILDERS, INC.
(An Idaho Corporation)

INTO

J. R. SIMPLOTT COMPANY
(A Nevada Corporation)

FILED AT THE REQUEST OF
DENNIS J. SALLAZ
Staff Attorney

805 Idaho Street

Boise, Idaho

February 17, 1967
(DATE)

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

John A. Koontz
(BY) DEPUTY SECRETARY OF STATE

No. 876-55

FILING FEE \$ 25.00